

RECORDATION

FILED

FEB 12 1998

11-15AM

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OF COUNSEL  
URBAN A. LESTER

February 12, 1998

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of the following secondary documents: Memoranda of Lease Supplement No. 2, dated February 13, 1998, Lease Assignment, dated as of February 13, 1998, and Equipment Trust Agreement Supplement No. 2, dated February 13, 1998.

The enclosed documents relate to the Memoranda previously filed with the Board under Recordation Number 21085.

The names and addresses of the parties to the enclosed documents are:

Memorandum of Lease Supplement No. 2

Lessor and Owner Trustee: First Omni Bank, N.A.  
499 Mitchell Street  
Millsboro, Delaware 19966

Lessee: TTX Company  
101 North Wacker Drive  
Chicago, Illinois 60606

*Counterpart - 11/1/98*

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SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams  
February 12, 1998  
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Memorandum of Lease Assignment

Assignor: First Omni Bank, N.A.  
499 Mitchell Street  
Millsboro, Delaware 19966

Assignee: The First National Bank of Maryland  
25 South Charles Street  
Baltimore, Maryland 21202

Memorandum of Equipment Trust Supplement No. 2

Owner Trustee: First Omni Bank, N.A.  
499 Mitchell Street  
Millsboro, Delaware 19966

 Security Trustee: The First National Bank of Maryland  
25 South Charles Street  
Baltimore, Maryland 21202

A description of the railroad equipment covered by the enclosed documents is set forth on Schedule A attached hereto.

Also enclosed is a check in the amount of \$72.00 payable to the order of the Surface Transportation Board covering the required recordation fees.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

Schedule A  
TTX Company  
Lease No. 46  
Equipment List  
February 13, 1998 closing

Builder/ Car Type	Quantity		Car Numbers	Delivery Period
	Cars	Platforms		
<u>Gunderson Inc.</u>				
Five-unit articulated 48' double-stack well cars for carrying containers- DTTX.	16	80	750194-750209.	Jan., '98
<u>National Steel Car Limited</u>				
Three-unit articulated all-purpose 48' double-stack well cars for carrying containers or trailers- DTTX.	24	72	400251,400255, 400256,400260, 400261, 400265-400270, 400272-400274, 400276-400285.	Jan., '98
<u>Trinity Industries</u>				
Five-unit articulated 53-foot all-purpose spine flatcars with retractable hitches for carrying containers or trailers up to 53' long- TTAX.	41	205	555082-555119, 555223-555225,	Dec. '97-Jan., '98
Three-unit articulated 53-foot all-purpose spine flatcars with retractable hitches for carrying containers or trailers up to 53' long- TTAX.	73	219	355000-355032, 355160-355199.	Dec. '97-Jan., '98
Total	154	576		

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MEMORANDUM OF EQUIPMENT TRUST SUPPLEMENT NO. 2  
(NO. 46) dated February 13, 1998, by FIRST OMNI BANK, N.A., not in its individual capacity but solely as trustee for TTX LEASE 46 TRUST, a Delaware trust, and THE FIRST NATIONAL BANK OF MARYLAND, a national banking association.

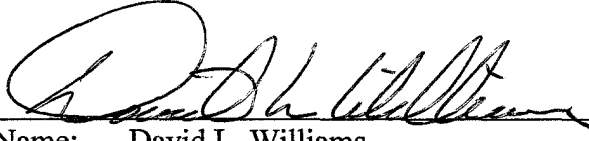
The undersigned have entered into that certain Equipment Trust Agreement (No. 46) dated as of December 1, 1997, pursuant to which equipment trust certificates having a final maturity of September 30, 2017 are being issued on the terms and conditions set forth in said Equipment Trust Agreement.

A memorandum of said Equipment Trust Agreement has been filed with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on December 19, 1997, at 10:40a.m., recordation number 21085-C.

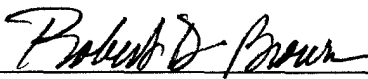
The undersigned have entered into that certain Equipment Trust Supplement No. 2 (No. 46) dated February 13, 1998, whereby the terms and provisions of the above-referenced Equipment Trust Agreement are made applicable to the railroad equipment listed in Schedule A hereto, and wish to show for the public record the security interest of The First National Bank of Maryland, as security trustee thereunder, of all of the right, title, and interest of First Omni Bank, N.A., not in its individual capacity but solely as trustee for TTX Lease 46 Trust, a Delaware trust, in and to (i) said equipment, the bills of sale and manufacturers' warranties in respect thereof, all improvements and additions now or hereafter made or affixed thereto (to the extent of the interest of First Omni Bank, N.A., not in its individual capacity but solely as trustee for TTX Lease 46 Trust, a Delaware trust, therein), and all cash and noncash proceeds therefrom and (ii) the Lease Supplement No. 2 (No. 46) dated the date hereof between TTX Company and First Omni Bank, N.A., not in its individual capacity but solely as trustee for TTX Lease 46 Trust, and all payments due or to become due thereunder, excluding, however, interests in certain rights, payments, and indemnities, as more fully set forth in said Equipment Trust Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers thereunto duly authorized.

FIRST OMNI BANK, N.A.,  
not in its individual capacity  
but solely as trustee of  
TTX LEASE 46 TRUST

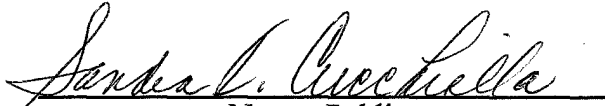
By:   
Name: David L. Williams  
Title: Vice President

THE FIRST NATIONAL BANK OF MARYLAND

By:   
Name: Robert D. Brown  
Title: Assistant Vice President

STATE OF MARYLAND                    )  
  ) SS.:  
COUNTY OF BALTIMORE                )

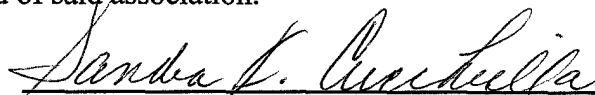
On this 4th day of February, 1998, before me personally appeared David L. Williams, to me personally known, who, by me being duly sworn, says that he is a Vice President of FIRST OMNI BANK, N.A., that the foregoing instrument was signed on behalf of said association by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

  
Notary Public

My commission expires 5/19/98

STATE OF MARYLAND                    )  
  ) SS.:  
COUNTY OF BALTIMORE                )

On this 4th day of February, 1998, before me personally appeared Robert D. Brown, to me personally known, who, by me being duly sworn, says that he is an Assistant Vice President of THE FIRST NATIONAL BANK OF MARYLAND, that the foregoing instrument was signed on behalf of said association by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

  
Notary Public

My commission expires 5/19/98

Schedule A  
TTX Company  
Lease No. 46  
Equipment List  
February 13, 1998 closing

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<u>Trinity Industries</u>				
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